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**EXHIBIT E**

**RETENTION ORDER**

April 10, 2019

EDWARD J. EMMONS, CLERK  
U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA



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Signed and Filed: April 10, 2019

DENNIS MONTALI  
U.S. Bankruptcy Judge

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*Proposed Counsel for Official  
Committee of Tort Claimants*

IN THE UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

**In re:**

**PG&E CORPORATION**

**– and –**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

Bankruptcy Case  
Case No.: 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**ORDER APPROVING APPLICATION  
OF THE OFFICIAL COMMITTEE OF  
TORT CLAIMANTS PURSUANT TO  
11 U.S.C. § 1103 AND FED. R. BANKR.  
P. 2014 AND 5002, FOR AN ORDER  
AUTHORIZING RETENTION AND  
EMPLOYMENT OF BAKER &  
HOSTETLER LLP, EFFECTIVE AS  
OF FEBRUARY 15, 2019**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

1           Upon the application (the “**Application**”)<sup>i</sup> dated March 17, 2019, of the Official Committee  
2 of Tort Claimants (the “**Committee**”) of PG&E Corporation and Pacific Gas and Electric Company  
3 (collectively the “**Debtors**”) appointed in the above-captioned jointly administered bankruptcy  
4 cases (the “**Cases**”) for an order authorizing the Committee to retain and employ Baker & Hostetler  
5 LLP (“**Baker**”) as counsel for the Committee effective as of February 15, 2019, pursuant to section  
6 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the  
7 “**Bankruptcy Code**”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the  
8 “**Bankruptcy Rules**”), and the Court having reviewed the Application and considered both the  
9 Declaration of Cecily A. Dumas, dated March 17, 2019 (the “**Dumas Declaration**”) and the  
10 Declaration of Karen Lockhart, dated March 17, 2019 (the “**Lockhart Declaration**”), in connection  
11 with the Application; and the Court having jurisdiction to consider the Application and the relief  
12 requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief  
13 requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper  
14 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the  
15 Application having been provided, and it appearing that no other or further notice need be provided;  
16 and the Court having determined that the relief sought in the Application is in the best interests of  
17 the Debtors’ estates, creditors, and other parties in interest, and upon all of the proceedings had  
18 before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

19           **ORDERED:**

- 20           1.       The Application is approved, effective as of February 15, 2019.
- 21           2.       Pursuant to section 1103(a) of the Bankruptcy Code, and Bankruptcy Rules 2014  
22 and 5002, the Committee is authorized to employ and retain Baker as counsel for the Committee,  
23 effective as of February 15, 2019, on the terms set forth in the Application, the Dumas Declaration,  
24 and the Lockhart Declaration, as provided herein.
- 25           3.       Baker shall be compensated for fees and reimbursed for reasonable and necessary  
26 expenses and shall file interim and final fee applications for allowance of its compensation and  
27 expenses pursuant to sections 330 and 331 of the Bankruptcy Code and in accordance with  
28 Bankruptcy Rules 2016(a), 2002(a), (c), and (k), B.L.R. 9014-1(b)(1), and the order entered by this

1 Court on February 28, 2019 establishing the procedures for interim compensation and  
2 reimbursement of expenses of professionals [Doc. No. 701], the *United States Bankruptcy Court*  
3 *Northern District of California Guidelines for Compensation and Expense Reimbursement of*  
4 *Professionals and Trustees*, effective February 19, 2014, and the *U.S. Trustee Guidelines for*  
5 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C.*  
6 *§ 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, and any other order  
7 of the Court.

8 4. In connection with any increases in Baker's rates, as set forth in paragraph 16 of the  
9 Application, Baker shall file a supplemental declaration with this Court and provide ten [10]  
10 business days' notice to the United States Trustee and the Debtors prior to filing a fee statement or  
11 fee application reflecting an increase in such rates. The supplemental declaration shall set forth the  
12 requested rate increases, explain the basis for the requested rate increases in accordance with  
13 section 330(a)(3)(F) of the Bankruptcy Code and certify that the Committee has consented to the  
14 requested rate increases. The United States Trustee retains all rights to object to any rate increase  
15 on all grounds including, but not limited to, the reasonableness standard provided for in section 330  
16 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

17 5. The terms and conditions of this order shall be immediately effective and  
18 enforceable upon its entry. The terms of this order may be modified only upon proper notice, and  
19 only after an actual hearing, regardless of whether there is any opposition.

20 6. To the extent the Application is inconsistent with this Order, the terms of this Order  
21 shall govern.  
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7. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

<sup>i</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

**\*\*END OF ORDER\*\***